

O'Brien Joseph J Jr  
 Form 5  
 February 08, 2013

# FORM 5

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
 O'Brien Joseph J Jr

2. Issuer Name and Ticker or Trading Symbol  
 SANDY SPRING BANCORP INC [SASR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Statement of Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 Executive Vice President

SANDY SPRING BANCORP, INC., 17801 GEORGIA AVENUE

(Street)

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Reporting

(check applicable line)

OLNEY, MD 20832

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|--------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
|                                 |                                      |                                                    |                                | (A) or (D)                                                        | Amount or Price                                                                            |                                                          |                                                       |
| Common Stock                    | 03/25/2011                           | ^                                                  | F4                             | 373 D                                                             | \$ 18.31                                                                                   | 2,048                                                    | D (1) ^                                               |
| Common Stock                    | 03/25/2012                           | ^                                                  | F4                             | 330 D                                                             | \$ 18.44                                                                                   | 2,048                                                    | D (1) ^                                               |
| Common Stock                    | 03/26/2011                           | ^                                                  | F4                             | 73 D                                                              | \$ 18.31                                                                                   | 200                                                      | D (2) ^                                               |
| Common                          | 03/30/2012                           | ^                                                  | F4                             | 411 D                                                             | \$                                                                                         | 5,104                                                    | D (3) ^                                               |

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|              |            |   |    |       |   |          |           |                  |        |
|--------------|------------|---|----|-------|---|----------|-----------|------------------|--------|
| Stock        |            |   |    |       |   |          | 18.17     |                  |        |
| Common Stock | 03/26/2012 | Â | F4 | 64    | D | \$ 19.11 | 200       | D <sup>(2)</sup> | Â      |
| Common Stock | 03/31/2012 | Â | F4 | 1,024 | D | \$ 18.17 | 4,770     | D <sup>(4)</sup> | Â      |
| Common Stock | Â          | Â | Â  | Â     | Â | Â        | 2,693.732 | I                | 401(k) |
| Common Stock | Â          | Â | Â  | Â     | Â | Â        | 8,171     | D                | Â      |
| Common Stock | Â          | Â | Â  | Â     | Â | Â        | 5,336     | D <sup>(5)</sup> | Â      |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I  |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|----------------------------|
|                                            |                                                        |                                      |                                                    |                                | (A) (D)                                                                                 | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships |           |                            |       |
|----------------------------------------------------------------------------------------------|---------------|-----------|----------------------------|-------|
|                                                                                              | Director      | 10% Owner | Officer                    | Other |
| O'Brien Joseph J Jr<br>SANDY SPRING BANCORP, INC.<br>17801 GEORGIA AVENUE<br>OLNEY, MD 20832 | Â             | Â         | Â Executive Vice President | Â     |

## Signatures

/s/ Janet VA Replogle, attorney-in-fact for Mr. O'Brien

02/08/2013

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years.
- (2) Restricted stock awarded under 2005 Omnibus Stock Plan vests in five equal, annual installments beginning on March 26, 2009.
- (3) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years beginning March 30, 2012.
- (4) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years beginning March 31, 2011 or as permissible under TARP regulations.
- (5) Restricted stock awarded under 2005 Omnibus Stock Plan vests in equal installments on the anniversary of the grant over five years beginning March 28, 2013.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.